



## **SAVARIA CORPORATION**

### **Management's Report**

For the Three-Month and Six-Month Periods Ended June 30, 2017

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## 1. Basis of Presentation

This management's report is designed to assist the reader in better understanding the business of Savaria Corporation, its business context, its strategies, its risk factors and its key financial results. It notably discusses the Corporation's financial position and operating results for the three-month and six-month periods ended June 30, 2017, in comparison with that for the corresponding period of fiscal 2016. It also provides a comparison of its statements of financial position as at June 30, 2017 and December 31, 2016. Unless otherwise indicated, the terms "the Corporation", "Savaria", "We" and "Our" refer to Savaria Corporation and its subsidiaries.

Prepared in accordance with *National Instrument 51-102 – Continuous Disclosure Obligations*, this report should be read in conjunction with the unaudited condensed consolidated interim financial statements for the second quarter of 2017 and accompanying notes, and with the audited consolidated financial statements and accompanying notes for the year ended December 31, 2016 and the management's report for the same period. Unless otherwise indicated, all amounts are expressed in Canadian dollars and all amounts in tables are in thousands of dollars, except per share amounts.

The financial statements prepared in accordance with International Financial Reporting Standards ("IFRS") and the management's report have been reviewed by Savaria's Audit Committee and approved by its Board of Directors and not reviewed by the Corporation's auditor.

This management's report was prepared as at August 10, 2017. Additional information, including the Annual Information Form, is available on SEDAR's website at [www.sedar.com](http://www.sedar.com).

## 2. Forward-Looking Statements and Disclaimer

Certain statements in this management's report may be forward-looking. Forward-looking statements involve known and unknown risks, uncertainties or other factors that may cause the Corporation's actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. The reader is warned against the risk of giving excessive credibility to these forward-looking statements.

## 3. Compliance with International Financial Reporting Standards

The Corporation's financial statements have been prepared in accordance with IFRS. However, the Corporation uses non-IFRS measures such as EBITDA, EBITDA per share, working capital, current ratio, book value per share, cash per share and total net debt to invested capital ratio for analysis purposes to measure its financial performance. EBITDA means earnings before interest, income taxes, depreciation and amortization ("EBITDA") while EBITDA per share means EBITDA per average diluted number of common shares outstanding. Adjusted EBITDA means EBITDA as defined above before realized and unrealized business acquisition costs and the value adjustment on acquired inventories, while adjusted EBITDA per share means adjusted EBITDA per average diluted number of common shares outstanding. The Corporation uses adjusted EBITDA because it believes that it is a meaningful measure of its operating performance without the effects of acquisition costs. Reconciliation between net income and EBITDA and adjusted EBITDA is provided in section 8, *Summary of Quarterly Results*. Working capital is defined as the result of current assets less current liabilities while the current ratio is defined as the result of current assets divided by current liabilities. Book value per share

corresponds to the result of shareholders' equity divided by the number of shares outstanding at the end of each quarter and cash per share corresponds to the result of cash divided by the number of shares outstanding at the end of each period.

Total net debt to invested capital ratio is the result of the total of long-term debt less the net result of cash and bank loans ("numerator") divided by the total of shareholders' equity and the numerator.

Although management, investors and analysts use these measures to evaluate the Corporation's financial and operating performance, they have no standardized definition in accordance with IFRS and should not be regarded as an alternative to financial information prepared in accordance with IFRS. These measures may therefore not be comparable to similar measures reported by other companies.

#### 4. Business Overview

Savaria is one of North America's leaders in the accessibility industry. It provides accessibility solutions for the physically challenged to increase their comfort, their mobility and their independence. The diversity of its product line, one of the most comprehensive on the market, includes stairlifts, wheelchair lifts, patient lifts, residential and commercial elevators and the conversion and adaptation of vehicles. The Corporation entered the Medical Products and Surfaces market through the acquisition of Span-America Medical Systems, Inc. (« Span ») in June 2017 (see the *Span Segment* below for details).

The Corporation, whose headquarters along with a vehicle conversion plant are located in Laval, Quebec, in a 57,000-square-foot building, also has a 125,000-square-foot plant in Brampton, Ontario and a 75,000-square-foot plant in Huizhou, China, as well as 11 sales offices and retail stores throughout Canada and one sales office in Baltimore, Maryland in the USA. Following the acquisition of Span, the Corporation now also owns a 188,000-square-foot plant in Greenville, South Carolina and 50,000-square-foot plant in Beamsville, Ontario. In addition, in July 2017, the Corporation acquired a 27,000-square-foot building in Toronto, Ontario, to consolidate the *Adapted Vehicles* activities of that region under one roof.

#### Operating Segments of the Corporation

The Corporation manages its operations under three operating segments, *Accessibility*, *Adapted Vehicles* and *Span*. These segments are structured according to the market segments they address.

- **Accessibility Segment (80% of Revenue in 2016 and 75% in 2017)**

Through its *Accessibility* segment, the Corporation designs, manufactures, distributes and installs accessibility products such as stairlifts for both straight and curved stairs, vertical and inclined wheelchair lifts, elevators for home and commercial use, and since the fourth quarter of 2016, patient lifts. The products are manufactured, assembled and customized at the Brampton, Ontario, plant and are offered through a network of some 400 retailers, which are primarily located in North America. The Huizhou, China, plant is the main supplier of parts and components for the Brampton plant; also, it assembles product components and finished products mainly for the benefit of the Corporation and for the sale of products on the Asian and European markets. Operation of this Chinese subsidiary allows Savaria to obtain competitive pricing on its purchases. Through its Silver Cross division, the Corporation operates a network of franchises and corporate stores in which new and recycled accessibility equipment is sold, and a lead generation program to capture and distribute leads on potential customers to our affiliates in North America.

• **Adapted Vehicles Segment (20% of Revenue in 2016 and 20% in 2017)**

Through its *Adapted Vehicles* segment, the Corporation converts and adapts minivans to facilitate the transport of mobility challenged people via its Van-Action (Laval, Quebec) and Freedom Motors (Brampton, Ontario) subsidiaries. Its Silver Cross Automotive subsidiary, through which were acquired in May 2016 the assets of the automotive division of *Shoppers Home Health Care* (“SHHC”) (a division of *Shoppers Drug Mart*) distributes converted vehicles in the Ontario, Alberta and British Columbia retail markets. The product line-up includes models with rear entry, side entry or dual entry. By adding a ramp and lowering the floor, minivans become accessible to people in wheelchairs. They can be used for personal or commercial purposes.

• **Span Segment (5% of Revenue, since the acquisition on June 16, 2017)**

The Corporation entered the Medical Products and Surfaces market through the acquisition of Span-America Medical Systems, Inc. (Span) (Greenville, SC) in June 2017. Through this new segment, the Corporation designs, manufactures and markets a comprehensive selection of therapeutic support surfaces and other pressure management products for the medical market, such as patient positioners that help patients sit and avoid falling over as well as skin care products and polyurethane foam mattress overlays. These products are designed to aid in the prevention and treatment of pressure ulcers and are targeted at the seniors' market. Pressure management products made up 56% of total Span revenues in the six months ended in June 2017.

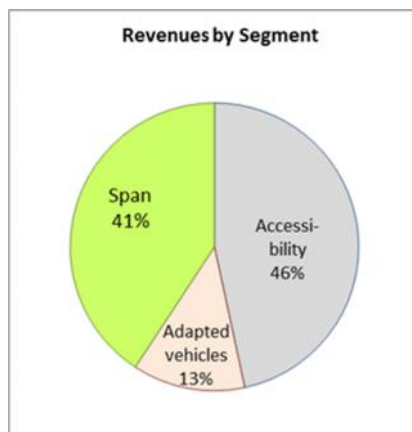
Through its wholly owned subsidiary Span Medical Products Canada Inc. (Beamsville, Ontario), Span also manufactures and markets medical beds as well as related in-room furnishings. Medical beds and related products made up 26% of total Span revenues in the six months ended in June 2017.

Medical products are sold primarily in North America to customers in the major segments of the health care market, including long-term care facilities, acute care hospitals and home health care providers.

Span manufactures and markets traditional and memory foam mattress overlays and pillows sold to various retail customers in the U.S. market by its primary consumer products distributor, Hollander Sleep Products. Consumer sales made up 11% of total Span revenues in the six months ended in June 2017.

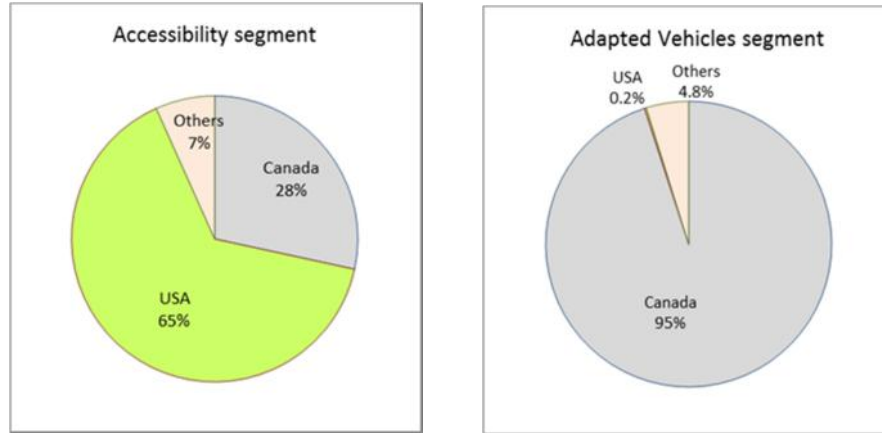
Lastly, Span manufactures and markets certain products for the industrial market, mainly foam products, which are sold to a variety of sectors, including the automotive, packaging and water sports equipment industries. Its largest industrial customers manufacture automobiles and specialty packaging products. Most of the industrial products are made to order according to customer specifications and are sold primarily in the southeastern United States. Industrial products made up 7% of total Span revenues in the six months ended in June 2017.

Taking this new segment into account, according to the Corporation's outlook, annual revenues will be henceforth broken down as follows:



### Revenue Breakdown per Segment per Region

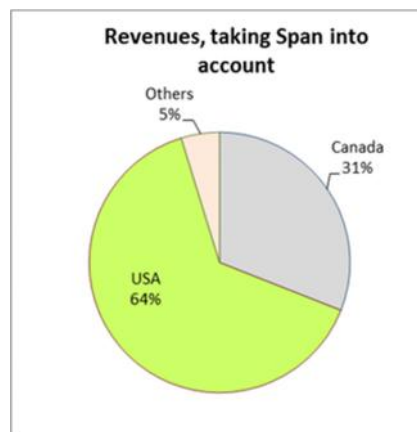
During the first half of 2017, Savaria's total revenue was recorded in the United States (53%), Canada (41%) and, to a lesser extent, outside North America (6%). Revenue breakdown per region by segment for the two already existing segments is as follows:



For information purposes, revenues for the six-month period ended June 30, 2017 for the recent acquisition, Span, totaled \$41.3 M and were broken down as follows:

United States	83%
Canada	14%
Outside North America	3%

Following Span's integration, we expect Savaria's total revenue will henceforth be broken down as follows:



Revenue for the first half of 2017 amounts to \$52.6 million ("M") for the *Accessibility* segment, \$14.3 M for the *Adapted Vehicles* segment and \$3.4 M for the *Span* segment, for total revenue of \$70.3 M. In this report, unless specifically mentioned, the analysis covers the three segments.

The Corporation employs some 800 employees and its shares are listed on the Toronto Stock Exchange under the symbol SIS.

## Operations in Foreign Exchange

The Corporation is subject to foreign currency fluctuations from the conversion of revenues, expenses, assets and liabilities of its foreign operations and from commercial transactions denominated mainly in U.S. dollars. Transactions denominated in foreign currencies are initially recorded at the functional currency rate of exchange in effect at the date of the transactions, excluding the impact of forward foreign exchange contracts, while the statement of income of foreign operations is converted at the average exchange rate for the period.

The foreign exchange rates used to convert assets and liabilities into Canadian dollars were as follows, as at:

	June 30, 2017 (Unaudited)	December 31, 2016
USD (Canadian equivalent of U.S. \$1)	1.2977	1.3427

The foreign exchange rates used to convert revenues and expenses into Canadian dollars were as follows:

(Unaudited)	Quarters ended June 30,		Six months ended June 30,	
	2017	2016	2017	2016
USD (Canadian equivalent of U.S. \$1)	1.3449	1.2882	1.3343	1.3297

The Corporation uses foreign exchange contracts to reduce the risks related to currency fluctuations, so the variations in the rates presented above may not be representative of the actual impact of exchange rates on financial results (see *Hedging of Foreign Exchange Rates* in section 9 for details).

## 5. Business Context

### A Fast-Growing Market due to the Aging of the Population

Equipment designed for the accessibility market is sold to wheelchair users and to elderly people with mobility challenges for whom stairs and raised building entrances are major obstacles. The Span pressure management products and medical beds are most commonly used in long-term care facilities and, to a lesser extent, in home care settings. These products are well positioned to benefit from the expected growth in the aging population in North America. The number of people requiring accessibility products, pressure management products and medical beds will therefore steadily grow as the population continues to age.

According to a 2016 Canadian census, 5.9 million people – representing 16.9% of Canada's population – were 65 years and older compared with 5 million or 14.4% at the last census in 2011. These numbers are expected to continue rising, with a projected 10.4 million people – or 24% of Canada's population – 65 years and older by 2031 and 12 million – or 26% by 2061. Similar trends, although less pronounced, are noticed in the United States. The population aged 65 and over has increased from 36.2 million in 2004 to 46.2 million in 2014 (a 28% increase) and is projected to increase to 82.3 million – or 21.7% of the population by 2040 and to 98 million by 2060.

Consequently, the number of people requiring accessibility equipment, pressure management products and medical beds will grow, for several reasons. Firstly, the older population is growing and people's life expectancy is increasing. According to an *Organisation for Economic Co-operation and Development* ("OECD") study titled *Health at a Glance 2013*, some twenty-four countries now have an average life expectancy of 80 years and over. Secondly, seniors are increasingly well-off and will hence have the means to adapt their own homes in order to remain there. Based on the same 2016 Canadian census as above and the 2010 U.S. census, 93% of Canadians and 96% of Americans 65 years and older lived in private households or dwellings with the balance living in collective dwellings. Finally, the family structure and care of aging people are changing, increasingly requiring accessibility equipment to be installed in these people's homes and public buildings and increasing the need for medical beds and pressure management products in home care settings.

In addition, Statistics Canada indicates that 7.2% of Canadians of all ages currently suffer from some type of mobility disability. Similarly, 6.9% of Americans suffer some form of ambulatory disability. In keeping with the aging of the population, the proportion of people with disabilities is expected to increase in the coming years.

These fundamental changes will definitely have a major impact on the demand for accessibility products. In addition, because of the aging population and high cost of living in institutions for people with mobility challenges, various public and private organizations in both the United States and Canada could reimburse the cost of such devices, as is common today in some European countries.

Along with demographic factors, the demand for accessibility products is also affected by economic conditions and the strength of home and institutional construction.

Since most of the Corporation's products are custom-made, large-scale manufacturing and imports are not a serious threat. Although competing products are of a high quality and sold at competitive prices, Savaria stands apart for its operational flexibility, the reliability and safety of its products and the quality of its after-sales service.

The retail market, meanwhile, is highly fragmented. There are over a thousand resellers of accessibility products in North America.

## **6. Vision, Mission and Strategy**

### **Our Vision**

Remain a leader of the North American market for personal mobility products. Distribute the most extensive line of products designed to increase personal mobility and comfort, having the reputation of being the safest and most durable on the market. Develop and maintain a customer-driven culture, which recognizes and respects the needs and desires of our customers, end users and employees. Strategically expand around the world in order to grow revenues and optimize purchasing power.

### **Our Mission**

To design, engineer, manufacture and market the most comprehensive high-quality reliable and customized line of products that improves personal comfort, mobility and independence. To always provide a business culture and environment based on customer-driven principles, teamwork and mutual respect.

## Our Strategy

To keep and secure its position among the leaders of the North American market for personal mobility products, Savaria executes several strategies.

- Savaria regularly develops and markets new products, providing its 400 active distributors and its Canadian direct sales centers with the most extensive product selection in the industry.

Achievements:

- Design of a new product line of patient lifts, the Monarch, which is in development at our research and development center in Magog, Quebec. The full line of products will be completed by the end of the 2<sup>nd</sup> quarter of 2018.
  - Completion of the design and successful crash test of a new vehicle conversion based on the frame of the Chrysler Pacifica.
- Savaria stays abreast of business opportunities in the accessibility market, such as strategic acquisitions, that would give it the opportunity to extend its range of products, to acquire new brands, or to increase revenue of its existing products.

Achievements:

- Purchase of Span in June 2017. This transaction will contribute to Savaria reaching its long-term strategic growth objectives by penetrating a strategic market in a key territory for Savaria (see the section *Second-Quarter 2017 Highlights* below).
  - Purchase of the assets of Premier Lifts, Inc. ("Premier Lifts"). This transaction presented us with an opportunity to continue our strong sales and service presence in the Baltimore – Washington marketplace.
  - Purchase of the assets of the automotive division of SHHC in May 2016. This transaction opened the door to new markets in the vehicle conversion industry.
- Savaria actively stays at the cutting edge of technology, to remain competitive and to provide its customers innovative tools, allowing it to optimize its business processes and to simplify the work of its dealers.
  - Lastly, Savaria constantly strives to optimize its cost structure to increase profitability and production capacity.

Achievements:

- Acquisition in July 2017 of a 27,000-square-foot building in Toronto, Ontario, to consolidate the *Adapted Vehicles* activities of that region under one roof and free up space in the Brampton, Ontario plant for the *Accessibility* activities which are growing.

The Corporation is exposed to various business risks which could have an impact on its ability to maintain its current market share and profitability, as well as to achieve its short-term and long-term strategic objectives. These risks are described in section 16 *Risks and Uncertainties*.



## 7. Second-Quarter 2017 Highlights

Second quarter results including revenue, gross margin and adjusted EBITDA reached unprecedented levels.

**Revenue up 30.1%** : For 2<sup>nd</sup> quarter of 2017, revenue is up \$9 M, at \$39.1 M, compared to \$30.1 M same quarter previous year.

**Operating income up 16%**: Operating income is up \$616,000, at \$4.5 M, for the 2nd quarter of 2017, compared to \$3.9 M same quarter previous year.

**Adjusted EBITDA up 28.8%**: The Corporation's adjusted EBITDA amounted to \$6.5 M for 2<sup>nd</sup> quarter of 2017 compared to \$5.1 M same quarter previous year, an increase of \$1.5 M. Reconciliation between net income and adjusted EBITDA is provided in section 8, *Summary of Quarterly Results*.

### Dividend

On May 11, 2017, the Board of Directors declared a quarterly dividend of 6.5 cents (\$0.065) per share, in accordance with its dividend policy in effect at that date.

### Private placement

During the 2<sup>nd</sup> quarter, the Corporation completed a bought deal private placement resulting in the issuance of 2,760,000 common shares and net proceeds of \$36.5 M (see *Available Sources of Financing* in section 10).

### Acquisition of Span

On June 16, 2017, Savaria acquired the shares of Span-America Medical Systems Inc. Span manufactures and markets the most comprehensive line of therapeutic support surfaces and other pressure management products for the medical market, medical beds for the long-term care market as well as foam mattress overlays and pillows for the consumer market and certain products for the industrial market, mainly foam products (see *Span Segment* in section 4 above). This transaction includes numerous benefits for Savaria, the main ones being:

- Further diversifies Savaria's accessibility portfolio with highly complementary products, providing customers with a complete comfort and mobility offering.
- Significantly strengthens Savaria's ability to penetrate government and institutional accounts given Span's vast U.S. sales infrastructure and deep client relationships.
- Opens the door to market its accessibility product line, in particular ceiling lifts, through Span's established distribution channels.
- Enhances Savaria's production footprint with extensive U.S.-based manufacturing capabilities and additional production capacity in Ontario.
- The 188,000 sq. ft. facility in Greenville will also provide Savaria with the flexibility to manufacture certain accessibility products for sale into the U.S. market domestically.

## 8. Summary of Quarterly Results

Selected financial information for the last eight quarters is presented in the following table.

(in thousands, except per-share amounts and percentages – unaudited)	2017		2016				2015	
	Quarter 2	Quarter 1	Quarter 4	Quarter 3	Quarter 2	Quarter 1	Quarter 4	Quarter 3
Revenue	<b>\$39,134</b>	\$31,126	\$30,986	\$32,440	\$30,086	\$26,216	\$26,605	\$24,002
Gross margin as a % of revenue	<b>33.5%</b>	34.8%	35.9%	34.4%	32.6%	32.3%	32.7%	30.6%
Operating expenses <sup>(1)</sup>	<b>\$7,399</b>	\$6,177	\$6,094	\$6,254	\$5,285	\$4,846	\$5,061	\$4,483
% of revenue	<b>18.9%</b>	19.8%	19.7%	19.3%	17.6%	18.5%	19%	18.6%
Operating income	<b>\$4,472</b>	\$4,643	\$4,999	\$4,865	\$3,856	\$3,729	\$3,678	\$2,850
% of revenue	<b>11.4%</b>	14.9%	16.1%	15%	12.8%	14.2%	13.8%	11.9%
(Loss) gain on foreign exchange	<b>\$(129)</b>	\$(94)	\$311	\$197	\$95	\$(338)	\$256	\$515
Net income	<b>\$2,764</b>	\$3,337	\$3,740	\$3,415	\$2,763	\$2,383	\$2,867	\$2,352
Earnings per share – diluted	<b>\$0.07</b>	\$0.09	\$0.10	\$0.09	\$0.08	\$0.07	\$0.09	\$0.07
EBITDA <sup>(2)</sup>	<b>\$4,935</b>	\$5,104	\$5,835	\$5,577	\$4,418	\$3,884	\$4,372	\$3,806
Adjusted EBITDA <sup>(2)</sup>	<b>\$6,533</b>	\$5,104	\$5,882	\$5,627	\$5,074	\$3,884	\$4,372	\$3,806
Adjusted EBITDA per share – diluted	<b>\$0.16</b>	\$0.13	\$0.15	\$0.15	\$0.14	\$0.12	\$0.13	\$0.11
Dividend declared per share	<b>\$0.065</b>	\$0.065	\$0.065	\$0.05	\$0.05	\$0.05	\$0.05	\$0.04

<sup>1)</sup> "Operating expenses" include administrative, selling, engineering and research and development expenses.

<sup>2)</sup> Reconciliation of EBITDA and adjusted EBITDA with net income provided in the table that follows.

The Corporation has achieved record-breaking revenue every quarter in 2016 compared to the corresponding quarters of the prior year and revenue for six-month period of 2017 continues along the same trend. This steady growth in revenue in the last 8 quarters is primarily due to Savaria launching new products and to an increase in sales of certain existing products. The activities acquired from Span in June 2017, from Premier Lifts in February 2017 and from SHHC in May 2016 also contribute in explaining the increase in revenue since these respective acquisition dates.

The increase in gross margin since the 4<sup>th</sup> quarter of 2015 is mainly due to the mix of sales and, since the 2<sup>nd</sup> quarter of 2016, to the high level of revenue compared to the previous quarters.

Operating expenses are up since the 3<sup>rd</sup> quarter of 2016 compared to the previous quarters mainly because of the impact of the acquisitions mentioned above. Operating expenses are at 19.3% of revenue in the six-month period of 2017 compared to an average of 18.8% in 2016.

Quarterly adjusted EBITDAs are in line with the continuing revenue growth in the last 8 quarters.

## Reconciliation of EBITDA and adjusted EBITDA with Net Income

As mentioned in section 3, although EBITDA and adjusted EBITDA are not recognized measures according to IFRS, they are used by management, investors and analysts to assess the Corporation's financial and operating performance.

Reconciliation between net income and EBITDA and adjusted EBITDA is provided in the table below.

(in thousands of dollars – unaudited)	2017		2016				2015	
	Quarter 2	Quarter 1	Quarter 4	Quarter 3	Quarter 2	Quarter 1	Quarter 4	Quarter 3
Net income	\$2,764	\$3,337	\$3,740	\$3,415	\$2,763	\$2,383	\$2,867	\$2,352
Plus:								
Interest costs	152	182	187	247	195	196	161	208
Income tax expense	1,510	1,147	1,510	1,512	1,054	877	976	876
Depreciation of fixed assets	444	368	353	336	295	325	286	271
Amortization of intangible assets	211	187	172	179	172	168	152	170
Less:								
Interest income	146	117	127	112	61	65	70	71
EBITDA	\$4,935	\$5,104	\$5,835	\$5,577	\$4,418	\$3,884	\$4,372	\$3,806
Business acquisition costs, realized and unrealized	1,263	-	47	50	656	-	-	-
Value adjustment on acquired inventories	335	-	-	-	-	-	-	-
Adjusted EBITDA	\$6,533	\$5,104	\$5,882	\$5,627	\$5,074	\$3,884	\$4,372	\$3,806

The following section provides a detailed analysis of operating results for the 2<sup>nd</sup> quarter and six-month period of 2017, in comparison with the same quarter of 2016. The detailed analysis of prior quarters is provided in the interim reports for fiscal 2017, 2016 and 2015, available on SEDAR's website at [www.sedar.com](http://www.sedar.com).

## 9. Operating Results

Certain data on results for the 2<sup>nd</sup> quarter and six-month period of 2017 and 2016 are presented in the following tables.

### Gross margin

(in thousands of dollars, except percentages - unaudited)	3 Months			6 Months		
	2017	2016	Change	2017	2016	Change
Revenue	<b>\$39,134</b>	\$30,086	30.1%	<b>\$70,260</b>	\$56,302	24.8%
Cost of sales	<b>\$26,011</b>	\$20,291	28,2%	<b>\$49,292</b>	\$38,040	21.7%
Gross margin	<b>\$13,123</b>	\$9,795	34%	<b>\$23,968</b>	\$18,262	31.2%
% of revenue	<b>33.5%</b>	32.6%	n/a	<b>34.1%</b>	32.4%	n/a

Revenue for the 2<sup>nd</sup> quarter of 2017 is up by \$9 M or 30.1%, from \$30.1 M in 2016 to \$39.1 M in 2017. A favourable variation of \$936,000 comes from the impact of foreign exchange (see *Operations in Foreign Exchange* in section 4). Taking this positive impact into account, revenue of the *Accessibility* segment is up \$4.1 M, from \$24.7 M for the 2<sup>nd</sup> quarter of 2016 to \$28.7 M for the 2<sup>nd</sup> quarter of 2017. This increase in revenue stems from an increase in the sale of residential elevators (+18%) and the sale by our Huizhou division of 37 inclined platform lifts for the Bus Rapid Transit stations in Wuhan (China).

Sales by Premier Lifts, acquired in the 1<sup>st</sup> quarter of 2017, contributed to a lesser extent to the increase in revenue. Revenue for the *Adapted Vehicles* segment is up \$1.6 M or 29.6% in 2<sup>nd</sup> quarter 2017, from \$5.4 M for the same quarter previous year to \$7 M. This increase is mainly due to the acquisition of SHHC during the 2<sup>nd</sup> quarter of 2016. The newly created *Span* segment, stemming from the acquisition of Span on June 16, 2017, contributed \$3.4 M to revenue.

Revenue for the six-month period of 2017 is up by \$14 M or 24.8% compared to the same period previous year. A favourable variation of \$608,000 comes from the impact of foreign exchange. Taking this positive impact into account, revenue of the *Accessibility* segment is up 11% or \$5.2 M whereas revenue for the *Adapted Vehicles* segment is up \$5.4 M or 60.5% compared to the same period previous year.

Gross margin is up by \$3.3 M for the 2<sup>nd</sup> quarter and \$5.7 M for the six-month period of 2017 compared to the corresponding periods of 2016. As a percentage of revenue, it rose from 32.6% to 33.5% for the 2<sup>nd</sup> quarter and from 32.4% to 34.1% for the six-month period. These increases are mainly due to the increase in revenue and to its mix.

The purchase volume from Asia allows us to maintain our direct costs at a competitive level. The proportion of purchases made by the subsidiary Savaria Concord from the subsidiary Savaria Huizhou and other suppliers in Asia in the 2<sup>nd</sup> quarter of 2017 remained stable compared to fiscal 2016 at some 55% of purchases of raw materials.

Breakdown of Revenue by Geographical Region

(as a percentage of sales, unaudited)	3 months			6 months		
	2017	2016	Change	2017	2016	Change
Canada	39.5%	39.5%	-	41.1%	37.9%	3.2
United States	53%	51.9%	1.1	52.7%	52.9%	(0.2)
Other regions	7.5%	8.6%	(1.1)	6.2%	9.2%	(3)

**Operating Income**

(in thousands of dollars, except percentages - unaudited)	3 Months			6 Months		
	2017	2016	Change	2017	2016	Change
Operating costs	\$7,399	\$5,285	40%	\$13,576	\$10,131	34%
<i>% of revenue</i>	18.9%	17.6%	<i>n/a</i>	19.3%	18%	<i>n/a</i>
Other expenses	1 252	654	91.4%	1,277	546	134%
Operating income	\$4,472	\$3,856	16%	\$9,115	\$7,585	20.2%
<i>% of revenue</i>	11.4%	12.8%	<i>n/a</i>	13%	13.5%	<i>n/a</i>

The proportion of operating expenses relative to revenue increased in the 2<sup>nd</sup> quarter and six-month period of 2017 compared to the same periods in 2016, from 17.6% to 18.9% and from 18% to 19.3% respectively in 2017. In terms of dollars, operating expenses increased by \$2.1 M and \$3.4 M respectively for the same periods, partly due to the acquisition of SHHC in the 2<sup>nd</sup> quarter of 2016, of Premier Lifts during the 1<sup>st</sup> quarter of 2017 and of Span during the current quarter; were it not for these acquisitions, operating expenses would have increased by \$714,000 in the 2<sup>nd</sup> quarter and \$1.2 M during the six-month period. This cost increase is mainly due to an increase in selling expenses of the corporate retail stores operating under the Silver Cross brand (+\$168,000 for the 2<sup>nd</sup> quarter and +\$329,000 for the six-month period) and head office expenses (+\$246,000 for the 2<sup>nd</sup> quarter and +\$352,000 for the six-month period).

Other expenses for the 2<sup>nd</sup> quarter of 2017 includes the acquisition cost of Span to the amount of \$1,263,000 while the acquisition cost of SHHC in the 2<sup>nd</sup> quarter of 2016 was \$656,000, offset by an income of \$98,000 recorded in the 1<sup>st</sup> six-months of 2016 related to a grant received by the Savaria Huizhou subsidiary linked to a request to be classified as a high-tech company.

The combined effect of the favourable change in gross margin and the unfavourable changes in operating expenses and other expenses results in a positive effect on operating income with an increase of \$616,000 for the 2<sup>nd</sup> quarter and \$1.5 M for the six-month period compared to the same periods in 2016.

## Net Income

(in thousands of dollars, except percentages - unaudited)	3 Months			6 Months		
	2017	2016	Change	2017	2016	Change
Net finance costs	<b>\$198</b>	\$39	408%	<b>\$357</b>	\$508	(29.7)%
Income before income tax	<b>\$4,274</b>	\$3,817	12%	<b>\$8,758</b>	\$7,077	23.8%
Income tax expense	<b>\$1,510</b>	\$1,054	43.3%	<b>\$2,657</b>	\$1,931	37.6%
Net income	<b>\$2,764</b>	\$2,763	-%	<b>\$6,101</b>	\$5,146	18.6%
<i>% of revenue</i>	<b>7.1%</b>	9.2%	<i>n/a</i>	<b>8.7%</b>	9.1%	<i>n/a</i>
EBITDA	<b>\$4,935</b>	\$4,418	11.7%	<b>\$10,039</b>	\$8,302	20.9%
<i>% of revenue</i>	<b>12.6%</b>	14.7%	<i>n/a</i>	<b>14.3%</b>	14.7%	<i>n/a</i>
Adjusted EBITDA	<b>\$6,533</b>	\$5,074	28.8%	<b>\$11,637</b>	\$8,958	29.9%
<i>% of revenue</i>	<b>16.7%</b>	16.9%	<i>n/a</i>	<b>16.6%</b>	15.9%	<i>n/a</i>

The unfavourable variation of \$159,000 of net finance costs for the 2<sup>nd</sup> quarter of 2017 compared to the same period of 2016 is mainly due to an unfavourable variation in net foreign exchange losses of \$224,000 (see *Operations in Foreign Exchange* in section 4) partially offset by a favourable variation in interest income of \$85,000 while the favourable change in the six-month period of \$151,000 is mainly due to the favourable variation in interest income of \$137,000.

The effective income tax rate of 35.3% and 30.3% respectively for the 2<sup>nd</sup> quarter and six-month period of 2017 has increased compared to the rate of 27.6% and 27.3% in 2016. This is mainly due to the non-deductibility of certain acquisition costs related to the acquisition of Span.

Net income for the 2<sup>nd</sup> quarter of 2017 is stable compared to the 2<sup>nd</sup> quarter of 2016 due to the increase in acquisition costs of \$607,000 whereas it is up \$955,000 for the six-month period compared to the same period in 2016. Adjusted EBITDA is up in the 2<sup>nd</sup> quarter and six-month period of 2017 compared to the same periods in 2016, with an increase of \$1.5 M for the quarter and \$2.7 M for the six-month period; the positive impact of Span amounts to \$444,000 of this variation.

## Hedging of Foreign Exchange Rates

In conformity with the hedging policy adopted by the Board of Directors, the Corporation uses foreign exchange contracts to reduce the risks related to currency fluctuations. It applies hedge accounting, which allows the recognition of gains, losses, revenues and expenses from derivative financial instruments in the same period as those related to the hedged item. Foreign exchange contracts are presented at their fair value in the statement of financial position according to their maturity date. Unrealized gains and losses not recognized as net income are recorded in *Accumulated other comprehensive income*. At the contract maturity, gains and losses are reclassified against revenue in net earnings.

As at June 30, 2017, the Corporation held foreign exchange contracts totaling \$63 M U.S. for a hedging period up to April 30, 2021, at a weighted average rate of 1.2659. At the end of the quarter, the unrealized loss on the foreign exchange contracts amounted to \$1.4 M before deferred taxes. This amount is reflected on the statement of financial position under *Derivative financial instruments* of Non-current assets and Current and Non-current liabilities and is included in the *Accumulated other comprehensive income* balance (see *Available Sources of Financing* in section 10).

## Hedging of Interest Rates

Since its debts bear interest at variable rates, the Corporation decided to enter into an interest rate swap agreement in July 2016 to minimize its risk of variation of cash flow related to changes in interest rates on a portion of its long-term debt. Therefore, it has signed a swap related to an original capital amount of \$6.2 M with a fixed interest rate of 2.68% for a 5-year period. This rate includes a 1.5% stamping fee. See also section 17, *Subsequent Events*.

Consistent with our currency hedges, the Corporation applies hedge accounting, which enables the recording of unrealized gains and losses related to the derivative financial instrument to *Accumulated other comprehensive income*, while fair value is recorded in the statement of financial position. As at June 30, 2017, the unrealized gain on the interest rate swap is negligible.

## 10. Financial Position

### Working Capital

(in thousands of dollars)	June 30, 2017 (Unaudited)	Span Segment	June 30 excluding Span	December 31, 2016	Change	
Current assets	\$71,866	\$28,308	\$43,558	\$90,239	\$(46,681)	(51.7)%
Current liabilities	\$31,158	\$7,975	\$23,183	\$26,604	\$(3,421)	(12.9)%
Working capital	\$40,708	\$20,333	\$20,375	\$63,635	\$(43,260)	(68)%
Current ratio	2.31	3.55	1.88	3.39	(1.51)	(44.5)%

Current assets decreased by \$46.7 M between December 31, 2016 and June 30, 2017, mainly due to cash (-\$50.7 M, includes the payment for the acquisition of Span in the amount of \$33.7 M US), offset by an increase in accounts receivable (+\$3.2 M, mainly due to an increase in revenue of the Savaria Huizhou and Silver Cross Automotive subsidiaries, and the addition of the activities of Premier Lifts), inventories (+\$274,000, from the addition of the activities of Premier Lifts), and prepaid expenses (+\$471,000, mainly due to the period of the year requiring advance payment of expenses). See subsection *Cash Flows* in section 11 for details on cash flow variations.

Current liabilities decreased by \$3.4 M between December 31, 2016 and June 30, 2017, mainly due to a decrease of derivative financial instruments related to net unrealized loss on foreign exchange contracts (-\$2.2 M), the decrease in the current portion of long-term debt following a new credit agreement (see subsection *Available Sources of Financing* below) (-\$2.4 M), current tax liabilities (-\$1.1 M, following the payment of balances due for 2016), partially offset by an increase in deferred revenue (+\$1.2 M, of which \$857,000 comes from the addition of the activities of Premier Lifts) and Trade and other payables (+\$1.1 M).

Note that the number of days required to recover accounts receivable was 38 days as at June 30, 2017 compared to 40 days as at December 31, 2016. As for accounts payable, the average was 72 days as at June 30, 2017 compared to 71 days as at December 31, 2016.

### Non-current Assets and Liabilities and Equity

(in thousands of dollars)	June 30, 2017 (Unaudited)	Span Segment	June 30 excluding Span	December 31, 2016	Change	
Non-current assets	<b>\$128,943</b>	\$84,670	<b>\$44,273</b>	\$35,893	\$8,380	23.3%
Non-current liabilities	<b>\$36,339</b>	\$290	<b>\$36,049</b>	\$16,543	\$19,506	118%
Equity	<b>\$133,312</b>	-	<b>\$133,312</b>	\$82,985	\$50,327	60.6%

Non-current assets increased by \$8.4 M between December 31, 2016 and June 30, 2017, mainly due to the addition of Premier Lifts' assets (\$4.5 M) and a deposit made on the purchase of a building in Toronto, Ontario (\$3.7 M).

Non-current liabilities increased by \$19.5 M between December 31, 2016 and June 30, 2017, mainly due to the increase in the non-current portion of the long-term debt following the introduction of a new credit facility (+\$21.1 M) (see subsection *Available Sources of Financing* below) partially offset by the decrease in unrealized net loss on foreign exchange contracts of \$1.6 M.

The \$50.3 M increase in equity is mainly due to the private placement completed in the 2<sup>nd</sup> quarter of 2017 (+\$37 M), the issuance of shares in relation to the exercise of warrants (+\$7.9 M), the impact of net income (+\$6.1 M) and the effect of the variation of the foreign exchange rate (+\$3.3 M) included in other comprehensive income offset by declared dividends (-\$5 M).



As at June 30, 2017, Savaria benefited from a sound financial position with total assets of \$200.8 M, compared with \$126.1 M as at December 31, 2016, and total liabilities of \$67.5 M, compared with \$43.1 M as at December 31, 2016.

## Share Information

(in thousands)	June 30, 2017 (Unaudited)	December 31, 2016
Number of common shares issued and outstanding	41,177	36,354

(in thousands - unaudited)	Quarters ended June 30,		Six months ended June 30,	
	2017	2016	2017	2016
Weighted average number of common shares outstanding used to calculate basic earnings per share	39,658	33,118	38,248	32,869
Weighted average number of common shares outstanding used to calculate diluted earnings per share	40,641	35,087	39,140	34,451

## Available Sources of Financing

(in thousands of dollars - unaudited)	June 30, 2017	December 31, 2016
Credit facilities:		
Authorized	\$110,000	\$10,000
Loans	35,262	-
Unused credit	74,738	10,000
Gross cash	6,773	51,230
Total	\$81,511	\$61,230

As shown above, the Corporation had total available funds of \$81.5 M as at June 30, 2017. This provides it with the flexibility to meet its potential obligations in the near term and to benefit from acquisition opportunities.

On June 16, 2017, the Corporation completed a bought deal private placement of 2,760,000 common shares at a price of \$13.90 per share for gross proceeds to Savaria of \$38.4 M and proceeds net of transaction fees of \$36.5 M. The issued common shares are subject to a statutory holding period expiring on September 19, 2017.

During the 2<sup>nd</sup> quarter of 2017, the Corporation signed a new financing agreement with its financial institution in the form of a revolving line of credit totaling \$110 M of which \$35.3 M was drawn as at June 30, 2017, expiring on June 16, 2022. Under this agreement, the balance of the Corporation's existing loans in the amount of \$14.7 M was repaid and re-borrowed on the new line of credit on the same day. A process for consolidating bank accounts in Canada in Canadian dollars and US dollars has been put in place. Under this process, any daily net debit balance is applied against the balance of the credit line while any daily net credit balance increases the balance of the credit line. Only interest is payable monthly at prime rate and this debt is presented as long-term in the consolidated statement of financial position.

The Corporation minimizes its exposure to risks of variation of cash flow related to fluctuations in interest rates by keeping most of its debt at fixed rates using swap agreements (see *Hedging of Interest Rates* in section 9).

As at June 30, 2017, the Corporation's total net debt to invested capital ratio is 18% (nil as at December 31, 2016).

### Other Data and Ratios

(in thousands of dollars, except per-share amounts - unaudited)	June 30, 2017	December 31, 2016	Change
Book value per share <sup>(1)</sup>	\$3.24	\$2.28	42.1%
Cash per share <sup>(1)</sup>	\$0.16	\$1.41	(88.7)%
Market capitalization	\$656,363	\$395,167	66.1%

<sup>(1)</sup> See definition in section 3, *Compliance with International Financial Reporting Standards*

Book value per share is up as at June 30, 2017 compared to December 31, 2016, mainly due to the issuance of 2,760,000 shares at \$13.90 per share as part of a bought deal private placement and of 1,866,500 shares at \$4.25 per share following the exercise of warrants. Cash per share decreased as a result of the disbursement related to the acquisition of Span. Market capitalization is up due to an increase in the value of the common shares of the Corporation, which went from \$10.87 as at December 31, 2016 to \$15.94 as at June 30, 2017 and to the issuance of common shares previously mentioned.

## 11. Cash Flows

The following table presents certain cash flow data for 2<sup>nd</sup> quarter and six-month period of 2017 and 2016.

(in thousands of dollars - unaudited)	3 Months			6 Months		
	2017	2016	Change	2017	2016	Change
Cash at the beginning of the periods	<b>\$51,749</b>	\$26,102	\$25,647	<b>\$51,230</b>	\$29,707	\$21,523
Net cash related to operating activities	<b>2,511</b>	6,551	(4,040)	<b>5,290</b>	6,219	(929)
Net cash related to investing activities	<b>(103,211)</b>	(10,052)	(93,159)	<b>(107,915)</b>	(10,720)	(97,195)
Net cash related to financing activities	<b>55,834</b>	18,991	36,843	<b>58,465</b>	16,572	41,893
Unrealized foreign exchange loss on cash held in foreign currencies	<b>(110)</b>	(135)	25	<b>(297)</b>	(321)	24
Cash as at June 30	<b>\$6,773</b>	\$41,457	\$(34,684)	<b>\$6,773</b>	\$41,457	\$(34,684)

The Corporation's cash flows from operating activities are down \$4 M for the 2<sup>nd</sup> quarter and \$929,000 for the six-month period compared to the corresponding periods of the previous year. This is mainly due to an unfavourable variation in non-cash items (-\$4.9 M for the quarter, -\$2.9 M for the six-month period) offset by a favourable variation in net income before tax, depreciation and amortization (+\$645,000 for the quarter, +\$1.9 M for the six-month period).

Cash flow used in investing activities is up \$93.2 M in the 2<sup>nd</sup> quarter and \$97.2 M in the six-month period compared to the same periods of the previous year. This is mainly due to the business acquisitions (-\$89.7 M for the quarter, -\$93.7 M for the six-month period) and to a deposit of \$3.7 M for the purchase of a building in Toronto (see section 17 *Subsequent events*).

Regarding financing activities, cash flows from financing activities are up \$36.8 M for 2<sup>nd</sup> quarter 2017 and \$41.9 M for the six-month period compared to the same periods of the previous year. This is mainly due to a favourable variation in the proceeds from a private placement (+\$17.4 M), from the exercise of warrants (+\$2.1 M for the quarter, +\$7.8 for the six-month period) and from the cashing of new debt (+\$33.3 M for the quarter and the six-month period), partially offset by higher repayment of long-term debt (-\$14.7 M for the quarter, -\$14.8 M for the six-month period) and higher dividends (-\$1 M for the quarter, -\$1.8 M for the six-month period).

## 12. Significant Accounting Policies and Estimates

### (A) Accounting Estimates

The preparation of the consolidated financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, revenue and expenses. Assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment are the goodwill, the measurement of the identifiable assets acquired during business acquisitions, the measurement of the fair value of derivative financial instruments and

the warranty and inventory obsolescence provisions. Important judgements made by management when applying accounting policies that have the most significant impact on amounts recognized in the consolidated financial statements are the determination of cash-generating units, the identification of operating segments and the determination of foreign operations' functional currency.

These estimates are based on management's knowledge of current events and on the measures the Corporation could take in the future. Actual results may differ from these estimates.

### **(B) New accounting standards and interpretations adopted during first six months**

The following new standards and amendments to standards and interpretations have been applied in preparing the interim condensed consolidated financial statements as at June 30, 2017:

- *Disclosure Initiative: (Amendments to IAS 7)*
- *Recognition of Deferred Tax Assets for Unrealized Losses (Amendments to IAS 12)*

None of these amendments had a significant impact on the financial statements.

## **13. Internal Control over Financial Reporting**

### **Disclosure Controls and Procedures**

The Chief Executive Officer and the Chief Financial Officer of the Corporation are in charge of establishing and maintaining disclosure controls and procedures, as defined by *Multilateral Instrument 52-109* of the Canadian Securities Administrators.

As stated in the 2016 annual Management's Report, an evaluation has been conducted to measure the effectiveness of controls and procedures as of December 31, 2016 used for the preparation of reporting documents.

### **Internal Control over Financial Reporting**

The Chief Executive Officer and the Chief Financial Officer of the Corporation are in charge of establishing and maintaining an adequate internal control system in regard to financial reporting.

As stated in the 2016 annual Management's Report, management has evaluated the effectiveness of internal control over financial reporting as of December 31, 2016.

### **Limitation on scope of design**

The Corporation has limited the scope of its disclosure controls and procedures and internal controls over financial reporting to exclude controls, policies and procedures of Span, acquired not more than 365 days before the last day of the period covered by the interim filing. The Corporation elected to exclude it from the scope of certification as allowed by NI 52-109. The Corporation intends to evaluate the situation within one year of acquisition.

## Changes to Internal Control over Financial Reporting

No changes in the Corporation's internal control over financial reporting occurred during the first six months of 2017 that materially affected, or are reasonably likely to materially affect, internal control over financial reporting.

## 14. Off-Balance Sheet Arrangements

Savaria did not enter into any off-balance sheet arrangements during the first six months of 2017.

## 15. Related Party Transactions

Savaria did not enter into any significant transactions with any related party during the first six months of 2017.

## 16. Risks and Uncertainties

Savaria is engaged in an industry exposed to various risks and uncertainties. The Corporation's operating results and financial position could be adversely affected by each of the risks and uncertainties described in its 2016 annual management's report, which refer to the following:

- Exchange rates
- Interest rates
- Prices
- Credit
- Liquidity
- Economic conditions
- Warranties
- Tax credits
- Deferred tax assets
- Competition
- Dependence on the U.S. market
- Environment
- Lawsuits

## 17. Subsequent Events

On July 5, 2017, the Corporation entered into an interest rate swap agreement on a portion of its long-term debt to the amount of \$15 M US at a rate of 2.02% plus a 1.5% stamping fee. The agreement expires in June 2022.

On July 7, 2017, the Corporation purchased a building in Toronto, Ontario, for \$3.9 M, for which a deposit of \$225,000 was paid in 2016 and another \$3.7 M was paid in the second quarter of 2017. This purchase has been financed through the Corporation's new revolving credit facility.

## 18. Outlook

Savaria plans to further its growth of the last years and remains optimistic over its continuing potential for further growth driven by the aging population and people's desire to age at home.

The development of a new product line of patient lifts is following its course at our research and development center in Magog, Quebec, and should be completed by the end of the 2<sup>nd</sup> quarter of 2018. This new product line called "Monarch" will be an exciting addition to our existing product line, which is one of the most comprehensive on the market.

Regarding the *Adapted Vehicles* segment, the acquisition of the automotive division of SHHC in May 2016 enables us to reach new markets such as Victoria, Vancouver, Calgary, Edmonton, London and Waterloo. This transaction is expected to generate an annual revenue of some \$15 M, excluding synergies from this acquisition.

Savaria stays abreast of strategic acquisition opportunities that would allow it to further its growth and strengthen its key player position in the North American accessibility market.

Factoring in Savaria's two acquisitions since the beginning of the year, Premier Lifts and Span, we forecast revenue of approximately \$187 M and adjusted EBITDA in a range of \$29.5-\$30.5 M for the twelve-month period ending December 31, 2017. These forecasts exclude any additional acquisitions that could take place during the rest of 2017.

August 10, 2017